

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SMITH BARNEY
TRANSFER AGENT LITIGATION

This document applies to all actions

05 Civ. 7583 (WHP)

ECF Case

**NOTICE OF MOTION TO DISMISS COUNTS I AND II OF THE
FOURTH CONSOLIDATED AND AMENDED COMPLAINT**

PLEASE TAKE NOTICE that defendants Smith Barney Fund Management LLC, Citigroup Global Markets Inc., and Lewis Daidone (collectively, “Defendants”) shall move this Court before the Honorable William H. Pauley III, in Courtroom 11D of the United States Courthouse for the Southern District of New York, 500 Pearl Street, New York, NY 10007, on May 24, 2012, or as soon thereafter as counsel may be heard, for an order dismissing Counts I and II of the Fourth Consolidated and Amended Complaint against Defendants.

This motion is made pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure and is based on the points and authorities set forth in the accompanying Memorandum of Law in Support of Defendants’ Motion to Dismiss Counts I and II of the Fourth Consolidated and Amended Complaint, the Declaration of Jeffrey F. Robertson dated March 30, 2012, and the exhibits attached thereto.

Dated: March 30, 2012

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: Lori A. Martin *by JTR*
Lori A. Martin
(lori.martin@wilmerhale.com)
Peter K. Vigeland
(peter.vigeland@wilmerhale.com)

399 Park Avenue
New York, NY 10022
Tel: (212) 230-8800
Fax: (212) 230-8888

*Counsel for Defendants Smith Barney
Fund Management LLC and Citigroup
Global Markets Inc.*

Respectfully submitted,

SCHULTE ROTH & ZABEL LLP

By: Richard J. Morvillo
Richard J. Morvillo
(richard.morvillo@srz.com)
Peter White
(peter.white@srz.com)
Jeffrey F. Robertson
(jeffrey.robertson@srz.com)
Katherine Schuerman
(katherine.schuerman@srz.com)

1152 Fifteenth Street, NW, Suite 850
Washington, DC 20005
Tel: (202) 729-7470
Fax: (202) 730-4520

*Counsel for Defendants Smith Barney
Fund Management LLC, Citigroup
Global Markets Inc. and Lewis E.
Daidone*

CERTIFICATE OF SERVICE

I hereby certify that on March 30, 2012, I served the foregoing on all parties by filing this document with the Clerk of Court using the CM/ECF system, pursuant to Local Rule 5.2.



Jeffrey F. Robertson